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ACCOUNT NO. : 072100000032

REFERENCE : 778191 7173754

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : July 27, 2000

ORDER TIME : 10:15 AM

ORDER NO. : 778191-005

CUSTOMER NO: 7173754

CUSTOMER: Kenneth Wurtenberg, Cpa
Kenneth Wurtenberg, Cpa

Suite 201
16969 Nw 67th Avenue
Miami, FL 33015

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-07/27/00--01037--003
*****78.75 *****78.75

DOMESTIC FILING

NAME: MOONRISE INTERNATIONAL CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133
EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 27 PM 1:58

RECEIVED
00 JUL 27 AM 11:27
DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
MOONRISE INTERNATIONAL CORP.**

00 JUL 27 PM 1:58

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation shall be **MOONRISE INTERNATIONAL CORP.**

**ARTICLE II
NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV
ADDRESS**

The street address of the initial registered office of the corporation shall be **16969 N.W 67th Ave, Suite 201, Miami, FL 33015** and the name of the initial Registered Agent for the corporation at that address is Daniel Hirsch.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

**ARTICLE VI
TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE VII
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, shareholder or officer may be entitled as a matter of law.

**ARTICLE VIII
SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

**ARTICLE IX
DIRECTORS**

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of: =

Warren E. Silverman 16969 N.W 67th Ave, Suite 201, Miami, FL 33015

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator is:
Warren E. Silverman 16969 N.W 67th Ave, Suite 201, Miami, FL 33015

**ARTICLE XI
AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision(s) contained in these Articles of Incorporation or any amendment thereto, in the manner now or hereafter prescribed by statute and any rights conferred upon the stockholders are subject to reservation.

**ARTICLE XII
LIMITATION ON PAYMENT OF DEBTS**

The private property of the stockholders shall not be subject to the payment of corporate debts in any extent whatsoever. The Corporation shall have first lien on the share of its shareholder(s), and upon any dividends due thereon, for any indebtedness of such shareholder(s) to the Corporation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 24th day of July 2000.

Incorporator:



Warren E. Silverman

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

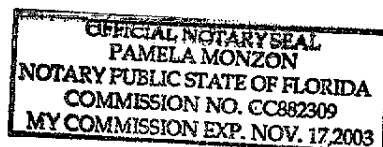
The foregoing instrument was executed and acknowledged before me this 24th day of July 2000, by Warren E. Silverman.



Notary Public, State of Florida

(SEAL)

My. Commission expires:



**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

00 JUL 27 PM 1:58

The following is submitted in compliance with the laws of the State of Florida, **MOONRISE INTERNATIONAL CORP.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 16969 NW 67TH Avenue, Suite 201, Miami, FL 33015 has named Daniel Hirsch, whose address is 16969 NW 67TH Avenue, Suite 201, Miami, FL 33015, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:



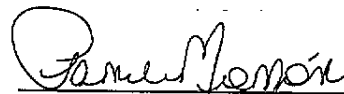
Daniel Hirsch

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

BEFORE ME, the undersigned authority, this day personally appeared Daniel Hirsch, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 24th day of July 2000.



Notary Public, State of Florida

(SEAL)

My Commission Expires:

